



**By-Laws
West Virginia Center for Nursing**

**Adopted December 16, 2005
Revised January 18, 2008, October 17, 2008, January 2014, July 2016
Article I. Name and Purpose**

Section 1. Name

This organization shall be known as the West Virginia Center for Nursing (the Center) [30-7B-1].

Section 2. Purpose

The strategic priorities for the Center as adapted from West Virginia Code §30-7-B are listed below and guide the work plan of the Center.

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1. Establish a statewide strategic plan to address the nursing shortage in West Virginia.
2. Collect, evaluate and disseminate data regarding nurse availability and shortage areas.
3. Establish and maintain a website to disseminate information about the Center and its mission, and educational opportunities and financial aid available in West Virginia.
4. Evaluate capacity for expansion of nursing programs, including the availability of faculty, clinical laboratories, computers and software, library holdings and supplies.
5. Consult with and advise the West Virginia Higher Education Policy Commission (the Commission) regarding the Commission's administration of the Nursing Scholarship Program designed to benefit nurses who practice in hospitals and other health care institutions or teach in state nursing programs.
6. Maintain an active Board of Directors (the Board) of the Center. The Board shall focus on:

- a. Membership recruitment and retention
 - b. Determining policy for the operation of the Center
 - c. Identifying and communicating needed resources
7. Report to LOCHHRA and LOCEA every other year (beginning in 2016) on progress of its statewide strategic plan to address the nursing shortage in West Virginia and other issues relevant to the practice of nursing.

Article II Board of Directors

Section 1. Membership (30-7B-4)

The Center is governed by a board of directors consisting of the following members appointed by the Governor:

- (1) Two representatives from the West Virginia Board of Examiners for Registered Professional Nurses, as follows:
 - (A) One representing a bachelor or higher degree program; and
 - (B) One representing an associate degree program;
- (2) One representative from the West Virginia Board of Examiners for Licensed Practical Nurses;
- (3) One representative from the West Virginia Nurses Association;
- (4) One nurse representing a rural health care facility;
- (5) One director of nursing;
- (6) One health care administrator;
- (7) One registered professional staff nurse engaged in direct patient care;
- (8) One licensed practical nurse engaged in direct patient care;
- (9) Two citizen members as required by section four-a, article one, chapter thirty of this code;
- (10) Two ex officio, nonvoting members, as follows:
 - (A) The Secretary of the Department of Health and Human Resources or his or her designee; and
 - (B) A representative from Work Force West Virginia.

Article III. Terms

Section 1. Appointees

After the initial appointments, all persons appointed to the Board shall be appointed for four-year terms, with no member serving more than two consecutive terms. If a vacancy occurs during a term, the Governor will appoint a replacement within 30 days. Members with expired terms shall continue to serve until their successors have been appointed.

Section 2. Resignation

A member of the Board may resign by notifying the Chair of the Board of Directors (Board Chair) and the Governor's Office in writing. A resignation shall become effective at the time received, unless another time is specified therein.

Section 3. Per Diem and Allowances

Members of the Board serve without compensation, but may be reimbursed for actual and necessary expenses incurred for each day, or portion thereof, in which they are engaged in the discharge of official duties. Reimbursements are made in a manner consistent with guidelines of the travel management office of the Commission. [30-7B-7]

Article IV. Officers and Duties

Section 1. Officers

At the first Board meeting that occurs after July 1 of each even-numbered year, the Board of Directors shall elect from its membership a Board Chair, Vice Chair and a Secretary. These officers shall constitute the Executive Committee.

The Board Chair may appoint a Nominating Committee in accordance with Article VII, Section 1. The Nominating Committee shall prepare a slate of candidates for the offices of the Board. The slate of candidates shall be prepared and distributed to the Board members at least thirty days prior to the to the first meeting after July 1st of each even-numbered year when the election of officers is to occur.

Section 2. Terms of Office

Officers shall serve two-year terms and may not succeed themselves unless their first election or appointment was to fill a vacancy. The terms of the officers will begin with the annual meeting as described in Article VI, Section 2.

Section 3. Board Chair

The Board Chair shall:

1. Preside or appoint a designee to preside over meetings of the Advisory Committee.
2. Appoint special committees and task forces as needed and designate their chair.
3. Serve as official spokesperson for the Board.
4. Designate, in consultation with the Executive Committee, the administrative functions to be performed by the Administrator.
5. Give approval on behalf of the Board to all grant or contract applications.
6. Serve as signature officer for all official documents of the Board.
7. Provide general supervision over the affairs of the Board.
8. Serve as ex-officio member of all Board committees and task forces.

Section 4. Vice-Chair

The Vice-Chair shall:

1. Perform the duties of the Chair in the Chair's absence.
2. Assume the duties of Chair for the remainder of the unexpired term in the event of a vacancy of the Chair.
3. Serve as a member of the Executive Committee.
4. Perform such other functions in the interest of the Board as may be assigned by the Chair.

Section 4. Secretary

The Secretary shall:

1. Perform the duties of the Board Chair in the Board Chair and Vice Chair's absence.
2. Serve as a member of the Executive Committee.
3. Perform such other functions in the interest of the Board as may be assigned by the Board Chair.

Section 5. Vacancies

If a vacancy occurs in the office of the Board Chair, the Vice Chair shall assume the office of the Board Chair. If a vacancy occurs in the Secretary, the Board shall elect a member to fill the vacancy at the next regular scheduled meeting of the Board.

Article V. Meetings

Section 1. Method of Communication

Any official communication amongst the Board related to meetings or other official business may take place via postal mail or by electronic means.

Section 2. Regular Meetings

Regular meetings of the Board shall be held at least quarterly with the Fall meeting being designated as the “annual meeting,” incorporating an annual planning session.

Each regular meeting shall be held at such time and place as the Board Chair may designate, with the notice concerning the time and place to be provided to each member of the Board by at least thirty days in advance of the meeting date. Either by action of the Board or upon fifteen days written notice by the Board Chair, the date specified for a regular meeting may be changed to another date within the designated month.

Regular meetings shall include the ability for any member to participate via teleconference. All meetings will be noticed with the West Virginia Secretary of State’s office in accordance with state law.

Section 3. Special Meetings

Special meetings of the Board shall be called:

1. At the discretion of the Board Chair; or
2. By a majority vote of the quorum present at a regular meeting; or
3. By the Administrator or Board Chair’s staff designee upon the written request of not fewer than five members of the Board. A special meeting thus called by the Administrator or designee shall be held within fifteen days of receipt of the request by the Administrator or designee.

A notice specifying the time and place of a special meeting shall be provided to each member of the Board at least seven days in advance of the meeting date; but notice of three days may be provided when, in the judgment of the Board Chair, an emergency exists. Proxy votes will be accepted for special meetings. All special meetings will be noticed with the West Virginia Secretary of State’s office in accordance with state law as soon as possible.

Section 4. Agenda

The agenda for a regular or special meeting of the Board shall be prepared by the Administrator or the Board Chair’s staff designee upon consultation with the Board Chair. All requests for inclusion of a given item on the agenda of any

meeting shall be filed with the Administrator or designee five days in advance of the scheduled meeting. A copy of the agenda and supporting documents shall be provided not less than five days in advance of each regular or special meeting of the Board.

Any member of the Board may request consideration by the Board at any regular or special meeting of an item not on the agenda. However, such an item shall not be acted upon without the approval of a majority of the members present at such a meeting.

Article VI. Conduct of Business

Section 1. Quorum

A majority of the appointed members constitutes a quorum.

Section 2. Power to Vote

Ex officio members of the Board are non voting members. All other members of the board may vote on any matter coming before the Board. Members may not vote by proxy, except for special meetings, and no votes may be cast in absentia.

Section 3. Rules of Order

Except as modified by specific rules and regulations enacted by the Board, the latest edition of Robert's Rules of Order shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees.

Section 4. The Executive Committee

1. Powers

During intervals between meetings of the Board, the Executive Committee shall have power and authority over the affairs of the Board, except the Executive Committee shall not modify actions taken by the Board.

2. Composition

The Executive Committee shall be composed of the elected officers of the Board and the Administrator or Board Chair's staff designee in an ex-officio capacity.

3. Meetings

The Executive Committee shall meet as necessary to conduct Board business.

4. Voting

Action by the Executive Committee whether at a meeting, by conference call, or other electronic means shall be a majority vote of Executive Committee members.

Article VII. Committees

Section 1. Ad hoc Committees

The Board shall have the right to convene Ad hoc Committees and to create such other committees as it deems appropriate and necessary to conduct specific work pertaining to the business of the Center. The Board Chair shall have the authority to appoint the members and the committee chairs thereof for one-year renewable terms.

Ad hoc Committees may include:

1. Operations
2. Nominating
3. Planning
4. Recruitment and Retention Initiatives
5. Research and Data Management
6. Statewide Education Planning

Section 2. Ratification

Action taken by the Board committees shall be subject to ratification by the Board.

Article VIII. Administrator

Section 1. Hiring and Review

The Administrator is the chief administrative officer of the Center and shall be hired by and be an employee of the Commission. The Board shall provide feedback to the Commission on the Administrator's performance on an as needed basis. If a vacancy occurs in the position of the Administrator, the Board will provide a representative to the Commission's hiring committee. In the absence of an Administrator, the Board Chair shall serve as the chief administrative officer.

Section 2. Duties

The Administrator shall be responsible for the day-to-day operations of the Center and for carrying out those duties set forth in the Commission's position

description. The Administrator shall attend all Board and Executive Committee meetings but shall have no vote. In the absence of an appointed Administrator, the Board Chair shall work with the Commission to provide temporary staff support.

Article IX. Minutes

The Administrator shall be responsible for keeping the minutes of all meetings and shall file, index, and preserve all such minutes and other documents pertaining to the business and proceedings of the Board. The Administrator shall prepare a copy of the minutes and agenda for the upcoming meeting to be included in the Board materials to be provided to each member of the Board no later than five working days prior to each Board meeting.

Article X. Open Meetings

All meetings of the Board shall be open to the public unless, consistent with the requirements West Virginia Code §6-9A-2, the need for an Executive Session arises. All motions arising from the discussion during the Executive Session shall be made and voted on in an open meeting immediately following an Executive Session

Article XI. Advisory Committee

Section 1. Purpose

The Board shall establish an Advisory Committee with the primary purpose of providing advice to the Board and serving as a liaison to the public.

Section 2. Membership

The Advisory Committee shall be appointed by the Board for two-year terms and may be reappointed. The Advisory Committee shall have a multi-disciplinary focus and the Board shall appoint members representing government, industry, health care workers, consumers and educators from varied geographic areas of the State.

Section 3. Meetings

The Advisory Committee shall meet with the Board at least once each year to provide advice and collaborate with the Board. Other meetings of the Advisory Committee may be held as required to exercise its charge.

Article XII. Amendment of the Bylaws

Any provisions of these bylaws (except those required or governed by statute) may be amended by a vote of two-thirds of the Board; provided that no amendment may be adopted unless its substance first has been introduced at a preceding regular or special meeting of the Board.